

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CARBONLITE HOLDINGS LLC, *et al.*,¹

Debtors.

BAHRAM NOUR-OMID, an individual, and
LEARNICON LLC, a Delaware limited
liability company,

Plaintiffs,

v.

CARBONLITE HOLDINGS LLC, a Delaware
limited liability company, LF INVESTMENT
HOLDINGS, LLC, a Delaware limited liability
company, LEON FARAHNİK, an individual,
KIM JEFFERY, an individual, FARAMARZ
YOUSSEFZADEH, an individual, ORION
ENERGY CREDIT OPPORTUNITIES FUND
II, L.P., a Delaware limited partnership,
ORION ENERGY CREDIT
OPPORTUNITIES FUND II PV, L.P., a
Delaware limited partnership, ORION
ENERGY CREDIT OPPORTUNITIES FUND
II GPFA, L.P., a Delaware limited partnership,
FORCE TEN PARTNERS, LLC, a Delaware
limited liability company, BRIAN WEISS, an
individual, and DOES 1 through 50, inclusive,

Defendants.

Chapter 11

Case No. 21-10527 (JTD)

Jointly Administered

Adv. No. 21-50317 (JTD)

**DECLARATION OF MATEO DE LA TORRE IN SUPPORT OF ORION ENERGY
CREDIT OPPORTUNITIES FUND II, L.P., ORION ENERGY CREDIT
OPPORTUNITIES FUND II PV, L.P., AND ORION ENERGY CREDIT
OPPORTUNITIES FUND II GPFA, L.P.'S MOTION TO DISMISS THE COMPLAINT**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: CarbonLite Holdings LLC (8957); CarbonLite Industries LLC (3596); CarbonLite P Holdings, LLC (8957); CarbonLite P, LLC (5453); CarbonLite PI Holdings, LLC (8957); CarbonLite Pinnpack, LLC (8957); CarbonLite Recycling Holdings LLC (8957); CarbonLite Recycling LLC (3727); CarbonLite Sub-Holdings, LLC (8957); Pinnpack P, LLC (8322); and Pinnpack Packaging, LLC (9948). The address of the Debtors' corporate headquarters is 10250 Constellation Blvd., Los Angeles, CA 90067.

I, Mateo de la Torre, declare as follows:

1. I am an associate at Latham & Watkins LLP and am currently an attorney in good standing licensed to practice in the States of New York and California.

2. I make this declaration in support of Defendants Orion Energy Credit Opportunities Fund II, L.P., Orion Energy Credit Opportunities Fund II PV, L.P., and Orion Energy Credit Opportunities Fund II GPFA, L.P.'s Motion to Dismiss the Complaint, filed concurrently herewith.

3. Attached as **Exhibit 1** is a true and correct copy of the executed Credit Agreement dated August 2, 2019 among Carbonlite Holdings, LLC, as Borrower, Certain Subsidiaries of Carbonlite Holdings, LLC, as Guarantors, and Orion Energy Partners Investment Agent, LLC, as Administrative Agent and Collateral Agent.

4. Attached as **Exhibit 2** is a true and correct copy of the Amendment No. 1 to the Credit Agreement and Waiver, dated March 30, 2020.

5. Attached as **Exhibit 3** is a true and correct copy of the Amendment No. 2 to Credit Agreement and Waiver, effective as of September 9, 2020.

6. Attached as **Exhibit 4** is a true and correct copy of the executed Amendment No. 3 to the Credit Agreement, dated October 23, 2020.

7. Attached as **Exhibit 5** is a true and correct copy of the LSTA Participation Agreement for Par/Near Par Trades, between and among Orion Energy Credit Opportunities Fund II, L.P., Orion Energy Credit Opportunities Fund II PV, L.P., and Orion Energy Credit Opportunities Fund II GPFA, L.P., as seller, and LF Investment Holdings LLC as buyer,,dated October 23,, 2020.

8 Attached as **Exhibit 6** is a true and correct copy of LSTA Participation Agreement for Par/Near Par Trades – Standard Terms and Conditions, dated March 16, 2020.

9. Attached as **Exhibit 7** is a true and correct copy of executed Amendment No. 4 to Credit Agreement, dated December 10, 2020.

10. Attached as **Exhibit 8** is a true and correct copy of the executed Forbearance Agreement and Amendment No. 5 to the Credit Agreement, dated February 8, 2021.

11. Attached as **Exhibit 9** is a true and correct copy of a consent form executed by LF Investment Holdings LLC, approving the Forbearance Agreement and Amendment No. 5 to the Credit Agreement, which is undated.

12. Attached as **Exhibit 10** is a true and correct copy of the Assignment and Assumption contract dated February 17, 2021, between LF Investment Holdings, LLC, as assignor, and Learnicon LLC, as purchaser.

13. Attached as **Exhibit 11** is a true and correct copy of executed Amendment No. 6 to the Credit Agreement, dated March 1, 2021.

Pursuant to 28 U.S.C. § 1746, I hereby declare that the foregoing is true and correct to the best of my knowledge and belief

Executed this 21st day of May, 2021.

/s/ Mateo de la Torre
Mateo de la Torre
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